

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

JPA NO. 111 CO., LTD. and  
JPA NO. 49 CO., LTD.,

Debtors.<sup>1</sup>

Chapter 11

Case No.: 21-12075 (DSJ)

(Jointly Administered)

**MARCH 14, 2022 EXHIBIT APPENDIX**

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<sup>1</sup> The Debtors in these Chapter 11 Cases are: JPA No. 111 Co., Ltd. and JPA No. 49 Co., Ltd. The Debtors' corporate address is Kasumigaseki Common Gate West Tower, 3-2-1 Kasumigaseki, Chiyoda-Ku, Tokyo 100-0013, JAPAN.

MARCH 14, 2022 AMENDED EXHIBIT APPENDIX

*In re: JPA No. 111 Co., Ltd.*, Case No. 21-12075 (DSJ) (Jointly Administered)

<b><u>Tab</u></b>	<b><u>Other ID</u></b>	<b><u>Description</u></b>
1	Dkt. No. 23, Gray Decl.	Declaration of Andrew Gray
2	Gray Decl. Ex. 1	JPA 49 Lease Management and Marketing Agreement for MSN173.pdf
3	Gray Decl. Ex. 2	Ping & JP Lease Management and Remarketing Agreement for MSN 173.pdf
4	Gray Decl. Ex. 3	JPA 111 Lease Management and Marketing Agreement for MSN 67.pdf
5	Gray Decl. Ex. 4	Service Agreement -Stratos - Aeros -for MSN 67.pdf
6	Gray Decl. Ex. 5	JPA 49 Facility Agreement for MSN 173.pdf
7	Gray Decl. Ex. 6	JPA 49 Junior Facility Agreement for MSN 173.pdf
8	Gray Decl. Ex. 7	JPA 49 Proceeds Agreement for MSN 173.pdf
9	Gray Decl. Ex. 8	JPA 49 Proceeds Agreement Accession Undertaking MSN 173.pdf
10	Gray Decl. Ex. 9	JPA 49 Intermediate Lessor Security Agreement.pdf
11	Gray Decl. Ex. 10	JPA 49 Borrower Security Agreement for MSN 173 - CACIB.pdf
12	Gray Decl. Ex. 11	JPA 49 Aircraft Mortgage and Security Agreement for MSN 173.pdf
13	Gray Decl. Ex. 12	JPA 111 Senior Facility Agreement for MSN 67.pdf
14	Gray Decl. Ex. 13	JPA 111 Junior Facility Agreement for MSN 67.pdf
15	Gray Decl. Ex. 14	JPA 111 Proceeds Agreement for MSN 67.pdf
16	Gray Decl. Ex. 15	JPA 111 Proceeds Agreement Accession Undertaking - CACIB & FitzWalter.pdf
17	Gray Decl. Ex. 16	JPA 111 Intermediate Lessor Security Agreement.pdf
18	Gray Decl. Ex. 17	JPA 111 Borrower Security Agreement for MSN 67 - CACIB.pdf

<b><u>Tab</u></b>	<b><u>Other ID</u></b>	<b><u>Description</u></b>
19	Gray Decl. Ex. 18	JPA 111 Aircraft Mortgage and Security Agreement for MSN 67.pdf
20	Gray Decl. Ex. 19	JPA 49 Deferral Agreement for MSN 173.pdf
21	Gray Decl. Ex. 20	JPA 111 Deferral Agreement for MSN 67.pdf
22	Gray Decl. Ex. 21	JPA 49 Head Lease Amendment Deed for MSN 173.pdf
23	Gray Decl. Ex. 22	JPA 49 Facility Agreement Side Letter Relating to MSN 173.pdf
24	Gray Decl. Ex. 23	JPA 111 Head Lease Amendment Deed for MSN 67.pdf
25	Gray Decl. Ex. 24	JPA 111 Facility Agreement Side Letter Relating to MSN 67.pdf
26	Gray Decl. Ex. 25	Second Deferral Agreement MSN 173.pdf
27	Gray Decl. Ex. 26	Head Lease Amendment Deed No. 2 for MSN 173.pdf
28	Gray Decl. Ex. 27	Second Deferral Agreement MSN 67.pdf
29	Gray Decl. Ex. 28	Head Lease Amendment Deed No. 2 for MSN 67.pdf
30	Gray Decl. Ex. 29	Second Facility Agreement Side Letter Relating to MSN 173.pdf
31	Gray Decl. Ex. 30	Second Facility Agreement Side Letter Relating to MSN 67.pdf
32	Gray Decl. Ex. 31	Lease and Head Lease Agreement Termination Notice MSN 173.pdf
33	Gray Decl. Ex. 32	Lease and Head Lease Agreement Termination Notice MSN 67.pdf
34	Gray Decl. Ex. 33	JPA 49 Notice of Resignation MSN 173.pdf
35	Gray Decl. Ex. 34	JPA 111 Notice of Resignation MSN 67.pdf
36	Gray Decl. Ex. 35	Notice of Resignation and Appointment of Borrower.pdf
37	Gray Decl. Ex. 36	Notice of Resignation and Appointment of Borrower.pdf
38	Dkt. 80	Supplemental Gray Declaration
39	Supp. Gray Decl. Ex. 1	JPA 111 Enforcement Notice MSN 67.pdf
40	Supp. Gray Decl. Ex. 2	JPA 49 Enforcement Notice MSN 173.pdf

<u>Tab</u>	<u>Other ID</u>	<u>Description</u>
41	Supp. Gray Decl. Ex. 3	JPA 111 Notice and Acknowledgment of Security Assignments for MSN 67.pdf
42	Supp. Gray Decl. Ex. 4	JPA 49 Notice and Acknowledgment of Security Assignments for MSN 173.pdf
43	Supp. Gray Decl. Ex. 5	Claim Form UK - FitzWalter Claimant - JP Lease & Loechteken Defendants.pdf
44	Supp. Gray Decl. Ex. 6	2022.01.21 QE Letter re expenditures and faith.pdf
45	Finestone Decl. Ex. 2	JPA 49 Head Lease Agreement.pdf
46	Finestone Decl. Ex. 3	JPA 111 Head Lease Agreement.pdf
47	Dkt. 6	JPA 49 Schedules of Assets and Liabilities.pdf
48	Dkt. 7	JPA 49 Statement of Financial Affairs.pdf
49	Dkt. 19	JPA 111 Schedule of Assets and Liabilities - 21-12075.pdf
50	Dkt. 20	JPA 111 Statement of Financial Affairs - 21-12075.pdf
51	Dkt. 21	Motion to Approve Debtors Bid Procedures.pdf
52	Dkt. 21-1	Bidding Procedures Order.pdf
53	Dkt. 21-2	Sale Notice.pdf
54	Dkt. 21-3	Stalking Horse Term Sheet.pdf
55	Dkt. 21-4	Exh. C Sale Order.pdf
56	Dkt. 21-5	Exh. D Cure Notice.pdf
57	Dkt. 21-6	Hearing Notice of Debtors Application for Entry of Orders_ Ex 6.pdf
58	Dkt. 44	Loechteken Declaration.pdf
59	Dkt. 53-1	Loecheteken Declaration.pdf
60	Dkt. 58	Notice of Filing of Exhibits for Debtors Motion for Entry of Orders.pdf
61	Dkt. 58-1	Revised Sale Notice.pdf
62	Dkt. 58-2	Redline of Sale Notice.pdf
63	Dkt. 58-3	Enforcement Notice.pdf
64	Dkt. 58-4	Sale Order.pdf
65	Dkt. 58-5	Stalking Horse Purchase Agreement.pdf
66	Dkt. 77	NOF Revised Exhibits of Debtors App.pdf

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67	Dkt. 78	Loechteken Supplemental Declaration.pdf
68	Dkt. 79	Shah Declaration w Exhibits.pdf
69	Dkt. 80	Andrew Gray Supplemental Declaration with Exhibits.pdf
70	JPA111-00000075_CONFIDENTIAL.pdf	December 2, 2021 email exchange between Mr. Loechteken and Valérie Itié-Polese (Airbus).
71	JPA111-00000076_CONFIDENTIAL.pdf	December 3-7, 2021 email exchange between Mr. Butler and Mr. Loechteken and Marijn Kappen (Valkyrie BTO Aviation).
72	JPA111-00000096_CONFIDENTIAL.pdf	December 14, 2021 email exchange between Mr. Loechteken and Francois Collet (Airbus).
73	JPA111-00000107_CONFIDENTIAL.pdf	December 15, 2021 email exchange between Mr. Kappen and Mr. Loechteken.
74	JPA111-00000129_CONFIDENTIAL.pdf	December 16, 2021 Letter of Intent Between SVPGlobal and Debtors.
75	JPA111-00000150_CONFIDENTIAL.pdf	December 15, 2021 Notice of Disposition of Collateral of VietJet Aviation.
76	JPA111-00000157_CONFIDENTIAL.pdf	December 16, 2021 email from Loechteken (JLPS) to Steve Zissis.
77	JPA111-00000163_CONFIDENTIAL.pdf	December 16, 2021 email from Mr. Loechteken to Francois Collet & Paul Meijers (Airbus).
78	JPA111-00000173_CONFIDENTIAL.pdf	December 14, 2021 email exchange between Frederic Mireur (JPLS) and Jennifer Villa (Ashland).
79	JPA111-00000188_CONFIDENTIAL.pdf	December 14, 2021 email exchange between Mr. Mireur) and Axel Hammar (AV Finnair).
80	JPA111-00000248_CONFIDENTIAL.pdf	December 15, 2021 email exchange between Mr. Mireur and Mr. Kurbari (Novus).
81	JPA111-00000476_CONFIDENTIAL.pdf	December 23, 2021 email exchange between Michael Edelman and Richard Graham
82	2022.01.23 Deposition Transcript Loechteken.pdf	2022.01.23 Deposition Transcript Loechteken.pdf

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83	2022.01.25 Deposition Transcript Shah.pdf	2022.01.25 Deposition Transcript Shah.pdf
84	2022.01.25 Deposition Transcript Tregear.pdf	2022.01.25 Deposition Transcript Tregear.pdf
85	Finestone Decl. Ex. 4	JPA 49 Aircraft Lease Agreement for MSN 173
86	Finestone Decl. Ex. 5	JPA 111 Aircraft Lease Agreement for MSN 67
87	Dkt. No. 53	2022.01.13 Debtors' Objection to FitzWalter's Motion to Dismiss
88	Dkt. No. 53-3; Ex. C	Letter from Quinn Emanuel dated Jan. 11, 2022
89	Dkt. No. 53-4; Ex. D	Copies of Debtors' English Authorities
90	Dkt. No. 68	2022.01.18 Debtors' Reply in Further Support of Bidding Procedures Motion
91	Dkt. No. 68-1; Ex. A	Tregear QC Declaration and Opinion
92	Dkt. No. 75-2; Ortiz Decl. Ex. B-1A	TSS Executed Engagement Letter – JPA49
93	Dkt. No. 75-2; Ortiz Decl. Ex. B-1B	TSS Executed Engagement Letter – JPA111
94	Dkt. No. 78-1; Supp. Loechteken Decl. Ex. A	Procedures for the Sale of Relevant Assigned Property relating to two Airbus A350 Aircraft
95	Dkt. No. 78-2; Supp. Loechteken Decl. Ex. B	Form of Non-Disclosure Agreement
96	NOTIFICATION OF SECURITY AGENT'S MANAGEMENT TIME - MSN 67.pdf	Notification Of Security Agent's Management Time dated Jan. 21, 2022 - MSN 67
97	NOTIFICATION OF SECURITY AGENT'S MANAGEMENT TIME - MSN 173.pdf	Notification Of Security Agent's Management Time dated Jan. 21, 2022 - MSN 173
98	Citibank Funds Transfer Confirmation.pdf	2022.12.15 – Togut Citibank New York Funds Transfer Confirmation
99	JPA111-00000053_CONFIDENTIAL	December 13/14 email exchange between Mike Butler and Jocelyn Noel (Airborne)
100	JPA111-00000122_CONFIDENTIAL	December 15, 2021 email exchange between Mr. Mireur and Ms. Villa
101	JPA111-00000145_CONFIDENTIAL	December 16, 2021 email exchange between Mr. Mireur and Ms. Villa

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102	JPA111-00000128_CONFIDENTIAL	December 16, 2021 email exchange between Mr. Loechteken and Mr. Graham
103	Dkt. No. 53-2; Ex. B	Remittance Payment Report
104	Dkt 130-1 Omnibus Reply, Ex. A	Declaration of Francis Tregear, dated February 23, 2022
105	Dkt. No. 131-1 - Borriello Omni Reply Decl., Ex. 1	Togut Letter to Debevoise & Plimpton LLP re Fiduciary Duties Under Applicable Law, dated February 21, 2022
106	Dkt. No. 131-2 - Borriello Omni Reply Decl., Ex. 2	February 8, 2022 English Lawsuit Particulars of Claim
107	Dkt. No. 131-5 - Borriello Omni Reply Decl., Ex. 5	Sumitomo Mitsui Trust Bank, Limited Response to Letter "Notification in Respect of Security Agent's Management Time", dated February 17, 2022
108	Dkt. No. 137-1 - Borriello Estimaiton Decl. Ex. 1	Borrower Parent Support Letter regarding MSN 067, dated November 6, 2018
109	Dkt. No. 137-2 - Borriello Estimation Decl. Ex. 2	Borrower Parent Support Letter regarding MSN 173, dated December 22, 2017
110	Dkt. No. 137-3 - Borriello Estimation Decl. Ex. 3	Intermediate Lessor Parent Letter regarding MSN 067, dated November 6, 2018
111	Dkt. No. 137-4 - Borriello Estimation Decl. Ex. 4	Intermediate Parent Letter regarding MSN 173, dated December 22, 2017
112	Dkt. No. 137-5 - Borriello Estimation Decl. Ex. 5	Wall Street Journal Notice
113	Dkt. No. 137-6 - Borriello Estimation Decl. Ex. 6	February 28, 2022 Quinn Emanuel Letter to Togut re Response to Request for Accounting
114	January 26, 2022 Hearing Transcript	January 26, 2022 Hearing Transcript.
115	Dkt. No. 152-1 - Gray Declaration	March 9, 2020 Gray Declaration
116	Dkt. No. 152-2 - Shah 506/502 Declaration & Reply Opinion	March 9, 2020 Shah Declaration & Reply Opinion
117	Dkt. No. 121-1 Russell Declaration Exh. 1	November 6, 2018 - 067 Borrower Parent Ltr
118	Dkt. No. 121-2 Russell Declaration Exh. 2	December 22, 2017 - 173 Borrower Parent Ltr
119	Dkt. No. 121-3 Russell Declaration Exh. 3	November 6, 2018 - 067 Intermediate Lessor Parent Ltr

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120	Dkt. No. 121-4 Russell Declaration Exh. 4	December 22, 2017 - 173 Intermediate Lessor Parent Ltr
121	Dkt. No. 121-5 Russell Declaration Exh. 5	December 29, 2017 Airframe Warranty Agmt 173
122	Dkt. No. 121-6 Russell Declaration Exh. 6	December 28, 2016 Airframe Warranty Agmt 067
123	Dkt. No. 121-7 Russell Declaration Exh. 7	February 26, 2018 Engine Warranty Agmt 173
124	Dkt. No. 121-8 Russell Declaration Exh. 8	February 4, 2022 341 Meeting Transcript
125	Chart of Records Reflecting FWC's Management Time	FitzWalter Capital Partners Chart of Records
126	FWCP 0000142-FWCP0000162	FWC - Airborne Capital Limited Remarketing Agreement
127	Dkt No. 154-1 - 502-506 Tregear Supplemental Opinion	March 11, 2022 Tregear Opinion.
128	February 4, 2022 Hearing Transcript	February 4, 2022 - Hearing Transcript.
129	Dkt No. 160 Heinrich Loechteken Declaration	March 11, 2022 Heinrich Loechteken Declaration